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January 17, 2003

**SURFACE TRANSPORTATION BOARD**

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 28, 2002 **between** the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ARCHER DANIELS MIDLAND CO.**  
4666 Faries Parkway, Decatur, IL 62525

**A short summary of the document to appear in the index follows:**

**Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC. and Lessee: ARCHER DANIELS MIDLAND CO., covering 249 hopper cars with reporting marks and numbers – CEFX 15005 – GRPX 944597, NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #20972 dated 10/28/97 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

*Sherry Lewey*  
Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28<sup>th</sup> day of October, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ARCHER DANIELS MIDLAND CO., a Delaware corporation, with an address at 4666 Faries Parkway, , Decatur, IL 62525 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 29, 1997 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on October 28, 1997 as recordation number 20972.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ARCHER DANIELS MIDLAND COMPANY

By: Randy Neumayer  
Name: Randy Neumayer  
Title: Senior Vice President-Transportation

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SURFACE TRANSPORTATION BOARD

## Schedule A

### Number of Cars

### Equipment Description

249

4,600 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	15005	53	CEFX	15331	105	CEFX	17070
2	CEFX	15026	54	CEFX	15333	106	CEFX	17074
3	CEFX	15044	55	CEFX	15341	107	CEFX	17083
4	CEFX	15045	56	CEFX	15344	108	CEFX	17094
5	CEFX	15048	57	CEFX	15345	109	CEFX	17118
6	CEFX	15051	58	CEFX	15347	110	CEFX	17124
7	CEFX	15064	59	CEFX	15358	111	CEFX	17126
8	CEFX	15084	60	CEFX	15360	112	CEFX	17136
9	CEFX	15090	61	CEFX	15368	113	CEFX	17144
10	CEFX	15094	62	CEFX	15370	114	CEFX	17158
11	CEFX	15095	63	CEFX	15378	115	CEFX	17160
12	CEFX	15145	64	CEFX	15382	116	CEFX	17164
13	CEFX	15147	65	CEFX	15388	117	CEFX	17165
14	CEFX	15154	66	CEFX	15396	118	CEFX	17177
15	CEFX	15157	67	CEFX	15401	119	CEFX	17178
16	CEFX	15158	68	CEFX	15402	120	CEFX	17181
17	CEFX	15161	69	CEFX	15420	121	CEFX	17197
18	CEFX	15163	70	CEFX	15422	122	CEFX	17204
19	CEFX	15167	71	CEFX	15431	123	CEFX	17210
20	CEFX	15171	72	CEFX	15445	124	CEFX	17212
21	CEFX	15172	73	CEFX	15456	125	CEFX	17536
22	CEFX	15173	74	CEFX	15459	126	CEFX	17538
23	CEFX	15176	75	CEFX	15646	127	CEFX	17542
24	CEFX	15184	76	CEFX	15647	128	CEFX	17544
25	CEFX	15194	77	CEFX	15650	129	CEFX	17551
26	CEFX	15199	78	CEFX	15653	130	CEFX	17567
27	CEFX	15203	79	CEFX	15660	131	CEFX	17574
28	CEFX	15206	80	CEFX	15662	132	CEFX	17576
29	CEFX	15208	81	CEFX	15663	133	CEFX	17577
30	CEFX	15219	82	CEFX	15664	134	CEFX	17579
31	CEFX	15221	83	CEFX	15666	135	CEFX	17581
32	CEFX	15226	84	CEFX	15672	136	CEFX	17592
33	CEFX	15228	85	CEFX	15676	137	CEFX	17595
34	CEFX	15230	86	CEFX	15692	138	CEFX	17607
35	CEFX	15237	87	CEFX	15696	139	CEFX	17609
36	CEFX	15243	88	CEFX	15701	140	CEFX	17618
37	CEFX	15247	89	CEFX	15702	141	CEFX	17625
38	CEFX	15249	90	CEFX	15708	142	CEFX	17629
39	CEFX	15255	91	CEFX	15710	143	CEFX	17653
40	CEFX	15264	92	CEFX	15724	144	CEFX	19248
41	CEFX	15267	93	CEFX	15727	145	CEFX	19252
42	CEFX	15272	94	CEFX	15747	146	CEFX	19255
43	CEFX	15279	95	CEFX	15749	147	CEFX	19264
44	CEFX	15286	96	CEFX	15756	148	CEFX	151764
45	CEFX	15287	97	CEFX	15757	149	CEFX	151810
46	CEFX	15303	98	CEFX	15770	150	CEFX	151842
47	CEFX	15313	99	CEFX	15772	151	CEFX	151851
48	CEFX	15315	100	CEFX	15775	152	CEFX	151914
49	CEFX	15321	101	CEFX	15778	153	CEFX	151918
50	CEFX	15323	102	CEFX	17060	154	CEFX	151925
51	CEFX	15326	103	CEFX	17063	155	CEFX	152069
52	CEFX	15327	104	CEFX	17068	156	CEFX	152074

## Schedule A

Number of Cars	Equipment Description
249	4,600 C.F. covered hopper car with gravity gates and trough hatches

157	CEFX	152086	209	GRPX	944329
158	CEFX	152088	210	GRPX	944337
159	CEFX	152106	211	GRPX	944338
160	CEFX	152117	212	GRPX	944342
161	CEFX	152122	213	GRPX	944346
162	CEFX	152123	214	GRPX	944356
163	CEFX	152139	215	GRPX	944362
164	CEFX	152140	216	GRPX	944374
165	CEFX	152149	217	GRPX	944382
166	CEFX	152487	218	GRPX	944389
167	CEFX	152742	219	GRPX	944403
168	CEFX	152746	220	GRPX	944412
169	CEFX	152747	221	GRPX	944415
170	CEFX	152749	222	GRPX	944433
171	CEFX	152752	223	GRPX	944457
172	CEFX	152759	224	GRPX	944458
173	CEFX	152761	225	GRPX	944464
174	CEFX	152766	226	GRPX	944465
175	CEFX	152767	227	GRPX	944473
176	CEFX	152770	228	GRPX	944475
177	CEFX	152775	229	GRPX	944476
178	CEFX	152776	230	GRPX	944479
179	CEFX	152786	231	GRPX	944486
180	CEFX	152787	232	GRPX	944491
181	GACX	4384	233	GRPX	944493
182	GACX	4432	234	GRPX	944504
183	GRPX	944012	235	GRPX	944506
184	GRPX	944028	236	GRPX	944512
185	GRPX	944054	237	GRPX	944537
186	GRPX	944065	238	GRPX	944544
187	GRPX	944072	239	GRPX	944548
188	GRPX	944077	240	GRPX	944552
189	GRPX	944095	241	GRPX	944555
190	GRPX	944103	242	GRPX	944561
191	GRPX	944111	243	GRPX	944568
192	GRPX	944123	244	GRPX	944574
193	GRPX	944131	245	GRPX	944577
194	GRPX	944151	246	GRPX	944579
195	GRPX	944166	247	GRPX	944580
196	GRPX	944174	248	GRPX	944590
197	GRPX	944199	249	GRPX	944597
198	GRPX	944211			
199	GRPX	944241			
200	GRPX	944246			
201	GRPX	944250			
202	GRPX	944282			
203	GRPX	944283			
204	GRPX	944285			
205	GRPX	944289			
206	GRPX	944292			
207	GRPX	944294			
208	GRPX	944318			